

RECORDATION NO. 2170A FILED

DEC 11 '98

11-30AM

ALVORD AND ALVORD
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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 11, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Interim User Agreement, dated as of December 11, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 21710.

The names and addresses of the parties to the enclosed document are:

Manufacturer: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Companies: Union Pacific Corporation
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the railroad equipment covered by the enclosed document is:

45 locomotives UP 7510 through UP 7554

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Mr. Vernon A. Williams
December 11, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF INTERIM USER AGREEMENT

DEC 11 '98

11:30AM

THIS TERMINATION OF INTERIM USER AGREEMENT, is made as of the 11th day of December, 1998, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), Union Pacific Corporation, a Utah corporation ("UPC"), and Union Pacific Railroad Company, an Delaware corporation ("Railroad").

WHEREAS, GE, UPC and Railroad are parties to an Interim User Agreement dated as of September 15, 1998 (the "Lease"); and

WHEREAS, GE, UPC and Railroad now desire to terminate and cancel the Lease;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, UPC and GE, intending to be legally bound, agree as follows:


1. Railroad, UPC and GE hereby terminate and cancel the Lease, effective December 11, 1998, with respect to the following equipment: Forty-five General Electric Company Model AC6000 CW Diesel Electric Locomotives bearing Road Numbers 7510-7554 (inclusive), thereby terminating and canceling the Lease in its entirety.

IN WITNESS WHEREOF, Railroad, UPC and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.


Attest:


Assistant Secretary

UNION PACIFIC CORPORATION

By: 
John B. Larsen,
Assistant Treasurer

Attest:


M. J. Baughman,
Attesting Secretary


GENERAL ELECTRIC COMPANY

By: 
Robert J. Koontz, Manager

Attest:


Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By: 
John B. Larsen,
Assistant Treasurer

State of Nebraska

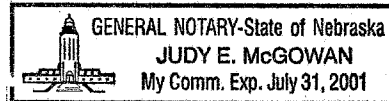
County of Douglas

On this 10th day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Judy E. McGowan
Notary Public

My Commission expires:



Commonwealth of Pennsylvania

County of Erie

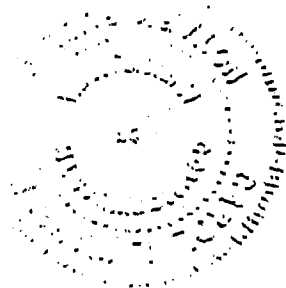
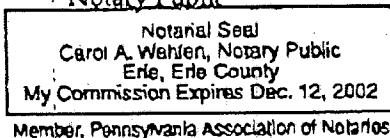
On this 8th day of December, 1998, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Carol A. Wahlen

Notary Public

My Commission expires:



State of _____

County of _____

On this ____ day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public

My Commission expires:

State of _____ }
County of _____ }

On this ____ day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] _____
Notary Public

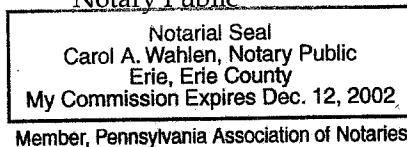
My Commission expires:

Commonwealth of Pennsylvania }
County of Erie }

On this 8th day of December, 1998, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] _____
Notary Public

My Commission expires:



State of _____ }
County of _____ }

On this ____ day of December, 1998, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] _____
Notary Public

My Commission expires: